



DONELAN CLEARY
WOOD & MASER, P C

RECORDATION NO. 17806-C FILED

August 18, 1999

AUG 18 '99

8-30 AM

Recordation No. 17806-C

Dear Mr. Williams:

On behalf of National City Leasing Corporation, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Termination and Release of Security Interest ("Release") dated as of August 13, 1999.

The party to the enclosed Release is:

National City Leasing Corporation
P.O. Box 36040
Louisville, KY 40233

- RELEASING PARTY

The said Release is a full release and termination of that certain Memorandum of Non-Recourse Note and Security Agreement executed as of May 21, 1992, recorded under Recordation No. 17806-A on May 26, 1992 and should be recorded under the next available letter under Recordation No. 17806, which letter we believe is "-C."

The equipment covered by the instant Release is all the Equipment covered by the aforesaid Memorandum of Non-Recourse Note and Security Agreement.

A short summary of the Release to appear in the Surface Transportation Board Index is as follows:

"Full Release of Memorandum of Non-Recourse Note and Security Agreement under Recordation No. 17806-A."

Enclosed is a check in the amount of twenty-six dollars which is in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for National City Leasing Corporation,
for the purpose of this filing.

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, N.W., Suite 750, Washington, D.C. 20005 3934, Tel 202-371 9500, Fax 202-371 0900

Over to party of A. H. Harrison

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8308-020

REC'D - J. NO 17806-FILED
AUG 18 '99 8:30 AM

TERMINATION AND RELEASE OF SECURITY INTEREST

THIS TERMINATION AND RELEASE OF SECURITY INTEREST ("Termination") is dated as of August 13, 1999, and is made by NATIONAL CITY LEASING CORPORATION, a Kentucky corporation ("Lender") for the benefit of HELM-PACIFIC LEASING, a Nebraska general partnership ("Maker").

R E C I T A L S

WHEREAS, Maker owns sixty (60), 100 ton, 2,970 cubic foot capacity covered hopper railcars as more fully described on Schedule A attached hereto ("Units");

WHEREAS, Maker granted a security interest in the Units to the Lender upon the terms and conditions set forth in that certain Non-Recourse Note and Security Agreement dated as of May 21, 1992 between the Lender and Maker, which was recorded in the form of a Memorandum of Non-Recourse Note and Security Agreement dated as of May 21, 1992 between the Lender and Maker with the Surface Transportation Board of the Department of Transportation (f.k.a. the Interstate Commerce Commission) ("STB") under Recordation No. 17806-A filed on May 26, 1992 at 9:55 A.M. ("Note and Security Agreement"); and

WHEREAS, the Note and Security Agreement has been terminated and is no longer in force and effect.

NOW, THEREFORE, the Lender hereby agrees as follows:

1. Termination of Note and Security Agreement. The Lender hereby acknowledges and agrees that the Note and Security Agreement has been terminated and is no longer in force or in effect. The Lender hereby terminates and releases any and all security interests, liens or other encumbrances in the Units granted to it under the Note and Security Agreement as recorded with the STB under Recordation No. 17806-A.

IN WITNESS WHEREOF, pursuant to due authority the Lender has executed this Termination as of the date first above written.

NATIONAL CITY LEASING CORPORATION

By: J. E. Vittitow
Name: J. E. VITTITOW
Title: SR Vice-President

SCHEDULE A

TO TERMINATION AND RELEASE OF SECURITY INTEREST
DATED AS OF AUGUST 13, 1999

The "Units"

Mark and Number:

SR 25001, 25002, 25009, 25010, 25013, 25015 - 25018, 25022, 25023, 25025,
25028, 25034, 25035, 25038, 25056, 25058

CHTT 200200 - 200241

[Notarial Seal]